

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 13, 650, 662, 663, 664, 1053, 1212**

**CERTIFICATION OF COUNSEL REGARDING THIRD ORDER PURSUANT TO  
SECTION 363 AND 365 OF THE BANKRUPTCY CODE AUTHORIZING THE  
DEBTORS-IN-POSSESSION TO TERMINATE OR ASSUME, ASSIGN AND SELL  
CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures to Sell Certain Leases, (II) Approving the*

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

*Sale of Certain Leases, and (III) Granting Related Relief* (the “**Lease Sale Procedures Motion**”)<sup>2</sup> (D.I. 13).

3. On October 29, 2024, the Court entered the *Third Interim Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases and (III) Granting Related Relief* (the “**Interim Lease Sale Procedures Order**”) (D.I. 650).

4. On November 7, 2024, pursuant to the Third Interim Lease Sale Procedures Order, the Debtors conducted virtual auctions (D.I. 925) for certain of the Debtors’ unexpired real property leases (the “**Lease Assets**”).

5. On November 8, 2024, the Debtors filed the *Third Notice of Successful Bidders with Respect to the Auction of Certain of the Debtors’ Lease Assets and Assumption and Assignment of Certain Unexpired Leases* (the “**Post-Auction Notice**”) (D.I. 1053) announcing the successful bidders for the Lease Assets.

6. Following the Lease Auctions, the Debtors engaged in significant discussions with the Successful Bidders, the affected landlords, and other parties in interest (collectively, the “**Interested Parties**”). On November 21, 2024, the Court held a hearing to approve the lease sales that are the subject of the Interim Lease Sale Procedures Order.

7. Attached hereto as **Exhibit 1** is a proposed order (the “**Proposed Order**”) approving certain of the lease sales. As discussed on the record at the hearing, the Debtors are working to resolve outstanding issues relating to the sale of the lease for Store No. 2700 located at US Highway 22, Union, New Jersey, which has been excluded from the Proposed Order.

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<sup>2</sup> Capitalized terms not defined herein are defined in the Lease Sale Procedures Motion.

8. The Debtors provided the Proposed Order to counsel for the landlords and purchasers for the leases impacted by the Proposed Order, each of whom confirmed they do not object to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

*[Remainder of Page Intentionally Left Blank]*

Dated: November 22, 2024  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Sophie Rogers Churchill  
Robert J. Dehney, Sr. (No. 3578)  
Andrew R. Remming (No. 5120)  
Daniel B. Butz (No. 4227)  
Tamara K. Mann (No. 5643)  
Sophie Rogers Churchill (No. 6905)  
1201 N. Market Street, 16<sup>th</sup> Floor  
Wilmington, DE 19801  
Tel: (302) 658-9200  
rdehney@morrisnichols.com  
aremming@morrisnichols.com  
dbutz@morrisnichols.com  
tmann@morrisnichols.com  
srchurchill@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
Stephen D. Piraino (admitted *pro hac vice*)  
Jonah A. Peppiatt (admitted *pro hac vice*)  
Ethan Stern (admitted *pro hac vice*)  
450 Lexington Avenue  
New York, NY 10017  
Tel.: (212) 450-4000  
brian.resnick@davispolk.com  
adam.shpeen@davispolk.com  
stephen.piraino@davispolk.com  
jonah.peppiatt@davispolk.com  
ethan.stern@davispolk.com

*Counsel to the Debtors and Debtors in Possession*